

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re: _____
Lehman Brothers Holdings Inc., et al., _____
Debtors.

Chapter 11 Case No.

08-13555

APRIL 2019 POST-EFFECTIVE OPERATING REPORT

APRIL 5, 2019 – APRIL 30, 2019
SCHEDULE OF CASH RECEIPTS AND DISBURSEMENTS

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REPORT PREPARER: LEHMAN BROTHERS HOLDINGS INC., AS PLAN ADMINISTRATOR

Date: **May 31, 2019**

SCHEDULE OF DEBTORS

The twenty three entities listed below (the “Debtors”) filed for bankruptcy in the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”) on the dates indicated below. On December 6, 2011, the Bankruptcy Court confirmed the Modified Third Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors (the “Plan”). On March 6, 2012, the “Effective Date” (as defined in the Plan) occurred. As of the date hereof, the following Debtors’ chapter 11 cases remain open:

| | Case No. | Date Filed ("Commencement Date") |
|---|----------|--|
| Lehman Brothers Holdings Inc. (“LBHI”) | 08-13555 | 9/15/2008 |
| Lehman Brothers Special Financing Inc. (“LBSF”) | 08-13888 | 10/3/2008 |
| Lehman Brothers OTC Derivatives Inc. (“LOTC”)..... | 08-13893 | 10/3/2008 |
| Lehman Commercial Paper Inc. (“LCPI”)..... | 08-13900 | 10/5/2008 |
| BNC Mortgage LLC | 09-10137 | 1/9/2009 |

The following Debtors’ chapter 11 cases were closed in 2016, 2018 and 2019, pursuant to final decrees entered by the Bankruptcy Court (Docket No. 51920, No. 54163, No. 58257, and No. 59472):

| | Case No. | Date Filed | Date Closed |
|---|----------|------------|-------------|
| LB 745 LLC..... | 08-13600 | 9/16/2008 | 1/28/2016 |
| PAMI Statler Arms LLC..... | 08-13664 | 9/23/2008 | 1/28/2016 |
| CES Aviation LLC | 08-13905 | 10/5/2008 | 1/28/2016 |
| CES Aviation V LLC..... | 08-13906 | 10/5/2008 | 1/28/2016 |
| CES Aviation IX LLC | 08-13907 | 10/5/2008 | 1/28/2016 |
| LB 2080 Kalakaua Owners LLC | 09-12516 | 4/23/2009 | 1/28/2016 |
| LB Somerset LLC | 09-17503 | 12/22/2009 | 1/28/2016 |
| LB Preferred Somerset LLC | 09-17505 | 12/22/2009 | 1/28/2016 |
| East Dover Limited..... | 08-13908 | 10/5/2008 | 12/15/2016 |
| Luxembourg Residential Properties Loan Finance S.a.r.l..... | 09-10108 | 1/7/2009 | 12/15/2016 |
| Merit LLC..... | 09-17331 | 12/14/2009 | 12/15/2016 |
| Lehman Brothers Derivative Products Inc. (“LBDP”) | 08-13899 | 10/5/2008 | 06/14/2018 |
| Lehman Brothers Financial Products Inc. (“LBFP”) | 08-13902 | 10/5/2008 | 06/14/2018 |
| Lehman Scottish Finance L.P. | 08-13904 | 10/5/2008 | 06/14/2018 |
| LB Rose Ranch LLC | 09-10560 | 2/9/2009 | 06/14/2018 |
| Lehman Brothers Commodity Services Inc. (“LBCS”)..... | 08-13885 | 10/3/2008 | 02/11/2019 |
| Lehman Brothers Commercial Corporation (“LBCC”)..... | 08-13901 | 10/5/2008 | 02/11/2019 |
| Structured Asset Securities Corporation..... | 09-10558 | 2/9/2009 | 02/11/2019 |

The Company has established an email address to receive questions from readers regarding its financial disclosures. The Company plans to review questions received, and for those subjects which the Company determines a response would not (i) violate a confidentiality provision, (ii) place the Company in a competitive or negotiation disadvantage, or (iii) be unduly burdensome relative to the value of information requested, the Company shall endeavor to post a response (maintaining the anonymity of the originators of the questions). The Company assumes no obligation to respond to email inquiries.

Please email questions, with document references as relevant, to:

QUESTIONS@lehmanholdings.com

The Company’s previously posted responses can be found on the Epiq website maintained for the Company:

www.lehman-docket.com under the Key Documents tab and the Responses to Questions Submitted category

LEHMAN BROTHERS HOLDINGS INC. AND OTHER DEBTORS AND DEBTOR-CONTROLLED ENTITIES

BASIS OF PRESENTATION
SCHEDULE OF CASH RECEIPTS AND DISBURSEMENTS
APRIL 5, 2019 – APRIL 30, 2019

The information and data included in this April 2019 Post-Effective Operating Report (the “Operating Report”) are derived from sources available to Lehman Brothers Holdings Inc. (“LBHI”), as Plan Administrator, and its Controlled Entities (collectively, the “Company”). The term “Controlled Entities” refers to those entities that are directly or indirectly controlled by LBHI, and excludes, among others, those entities that are under separate administrations in the United States or abroad. LBHI and certain of its Controlled Entities filed for protection under Chapter 11 of the Bankruptcy Code, and those entities are referred to herein as the “Debtors”. The Debtors’ Chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure. LBHI has prepared this Operating Report, which includes certain information as required by the Office of the US Trustee, based on the information available to LBHI at this time, but notes that such information may be incomplete and may be materially deficient in certain respects. This Operating Report is not meant to be relied upon as a complete description of the Debtors, their business, condition (financial or otherwise), results of operations, prospects, assets or liabilities. LBHI reserves all rights to revise this report.

Other items:

1. This Operating Report is not prepared in accordance with U.S. generally accepted accounting principles (GAAP), is not audited and will not be subject to audit or review by the Company’s external auditors at any time in the future. Cash balances and activity denominated in foreign currencies have been converted to US Dollars.
2. Beginning and ending balances include demand deposits, interest-bearing deposits with banks, U.S. money-market funds, U.S. government obligations, and investment grade corporate bonds and commercial paper.
3. Beginning and ending cash balances are based on preliminary closing numbers and are subject to adjustment.

Unaudited (\$ in millions, foreign currencies reflected in USD equivalents)

| | LBHI | LBSF | Debtors | | | Debtor-Controlled Entities Total | Total Debtors and Debtor-Controlled Entities |
|--|---------------|--------------|-------------|--------------|---------------|----------------------------------|--|
| | | | LCPI | Other | Total | | |
| Beginning Free Cash and Investments (04/05/19) | \$ 89 | \$ 2 | \$ 1 | \$ 9 | \$ 102 | \$ 51 | \$ 153 |
| Sources of Cash | | | | | | | |
| Financial Instruments | (a) 1 | 2 | 0 | - | 3 | 1 | 4 |
| Receipts from Affiliates | 2 | - | - | - | 2 | - | 2 |
| Other | 0 | 0 | 0 | 0 | 1 | 0 | 1 |
| Total Sources of Cash | 4 | 2 | 0 | 0 | 6 | 1 | 7 |
| Uses of Cash | | | | | | | |
| Non-Operating | (0) | - | 0 | - | (0) | (0) | (0) |
| Operating Expenses | (b) (6) | (0) | (0) | (0) | (6) | (0) | (6) |
| Total Uses of Cash | (6) | (0) | 0 | (0) | (6) | (0) | (6) |
| Total Cash From Operations | (2) | 2 | 0 | 0 | 0 | 0 | 1 |
| Plan Distributions | (0) | - | - | - | (0) | - | (0) |
| Total Payments to Creditors | (0) | - | - | - | (0) | - | (0) |
| Reclass from/(to) Restricted Cash to Free Cash | 5 | - | 0 | - | 5 | (0) | 5 |
| Net changes in Free Cash and Investments | 3 | 2 | 0 | 0 | 5 | 0 | 5 |
| Ending Free Cash and Investments (04/30/19) | 92 | 4 | 1 | 9 | 107 | 51 | 158 |
| Beginning Restricted Cash (04/05/19) | 177 | 18 | 4 | 3 | 201 | 11 | 212 |
| Operating Expenses and Incentive Fees | (c) (5) | - | - | - | (5) | - | (5) |
| Other | (0) | - | (0) | - | (0) | 0 | (0) |
| Net Changes in Restricted Cash | (5) | - | (0) | - | (5) | 0 | (5) |
| Ending Restricted Cash (04/30/19) | 172 | 18 | 4 | 3 | 196 | 11 | 207 |
| Beginning Total Cash and Investments (04/05/19) | 266 | 20 | 5 | 12 | 303 | 61 | 364 |
| Net changes in Free Cash and Investments | 3 | 2 | 0 | 0 | 5 | 0 | 5 |
| Net changes in Restricted Cash | (5) | - | (0) | - | (5) | 0 | (5) |
| Ending Total Cash and Investments (04/30/19) | \$ 264 | \$ 22 | \$ 5 | \$ 12 | \$ 303 | \$ 62 | \$ 365 |

All values that are exactly zero are shown as "-". Values between zero and \$0.5 million appear as "0".

Totals may not foot due to rounding.

Notes:

(a) Financial Instruments include receipts related to Commercial Real Estate, Loans, Private Equity / Principal Investing, Derivatives and other inventory positions.

(b) A portion of the Operating Expenses paid by LBHI is subject to allocations to, and reimbursement from, various Debtors and Debtor-Controlled Entities.

(c) As the Company cannot definitively specify a date for the final termination of its activities, cash has been restricted for an estimate of future operating expenses. Each month restricted cash is reduced and released to free cash to pay for the operating expenses incurred by the Company.